

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§	
	§	<b>Chapter 11</b>
	§	
<b>LEGACY RESERVES INC., et al.,<sup>1</sup></b>	§	<b>Case No. 19-33395 (MI)</b>
	§	
<b>Debtors.</b>	§	<b>(Jointly Administered)</b>
	§	

**STATUS REPORT FOR SEPTEMBER 3, 2019 CASE MANAGEMENT CONFERENCE**

Legacy Reserves Inc. (“**Legacy**” or the “**Company**”) and its affiliated debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), hereby make the following statements in advance of the September 3, 2019 case management conference:

1. Debtors received the Official Committee of Unsecured Creditors (the “**Committee**”) Second Request for the Production of Documents to Debtors on August 8, 2019, seeking responses on August 21, 2019.
2. The Committee filed an emergency motion for a status hearing on August 20, 2019.
3. The Court held a status hearing on August 21, 2019. The Court ordered that a further status hearing be set for September 3, 2019 at 2:30 p.m.
4. The Committee, Debtors, and other parties met and conferred on the Committee’s notices of deposition and document requests on August 22, 2019, and again on August 26, 2019.
5. Debtors agreed to present a 30(b)(6) witness, Chief Executive Officer Daniel Westcott, subject to written objections, on September 4, 2019 in New York City. Debtors’ advisor,

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Legacy Reserves Inc. (9553); Legacy Reserves GP, LLC (1065); Legacy Reserves LP (1069); Legacy Reserves Finance Corporation (1181); Legacy Reserves Services LLC (2710); Legacy Reserves Operating LP (7259); Legacy Reserves Energy Services LLC (1233); Legacy Reserves Operating GP LLC (7209); Dew Gathering LLC (4482); Pinnacle Gas Treating LLC (3711); Legacy Reserves Marketing LLC (7593). The location of the Debtors’ service address is: 303 W. Wall St., Suite 1800, Midland, TX 79701.

Perella Weinberg Partners, agreed to present a 30(b)(6) witness, subject to written objections, on September 4, 2019 in New York City. GSO Capital Partners also agreed to present a 30(b)(6) witness, subject to written objections, on September 5, 2019 in New York City. All witnesses are being presented at the requested location, the New York office of Brown Rudnick LLP, and on the requested schedule of counsel for the Committee.

6. Debtors have also produced a significant amount of documents responsive to the Committee's documents requests. Debtors previously made 1,527 documents (48,106 pages) available to the Committee on a Virtual Data Room. In addition to those documents, Debtors produced 4,512 supplemental documents (47,638 pages) to the Committee in two separate productions; the first installment was delivered on August 28, 2019 and the second on August 30, 2019 (together, "**Debtors' August 2019 Production**"). Debtors' advisor, Perella Weinberg Partners produced 1,406 documents (7,611 pages) on August 28, 2019. Debtors and their advisors have now produced 7,445 documents (103,355 pages) to the Committee.

7. Debtors understand that GSO and the Ad Hoc Group of Noteholders have also made substantial document productions to the Committee.

8. Debtors' August 2019 Production originated from eight individual custodians: the Company's Chief Executive Officer, Chief Financial Officer, and General Counsel as well as five attorneys from the Company's outside counsel in the above-captioned chapter 11 cases. Other documents were collected and produced from the Debtors' files and the files of its advisors.

9. Debtors' August 2019 Production consisted of communications between Debtors' advisors and the advisors of the Secured Creditors as well as the Ad Hoc Group of Unsecured Noteholders since January 1, 2018 concerning, among others, the following subject matters:

- a. The Plan of Reorganization;

- b. The Global and Initial Restructuring Support Agreements (RSAs), documents and communications concerning the negotiations, proposals, and terms of the RSAs;
- c. The Liquidation Analysis;
- d. The DIP Credit Agreement and DIP Facility;
- e. The solvency of the Debtors since January 1, 2018;
- f. Debtors' prepetition efforts to restructure their debt, operations, or both;
- g. Projections of the price of oil, natural gas, and other hydrocarbons produced to the Debtors, or of the production of oil, natural gas, and other hydrocarbons produced by the Debtors;
- h. Periodic financial and operating reporting packages, strategic business plans, operation projections, and prospectuses prepared by or for the Debtors;
- i. The contemplated and completed sales, dispositions, and financings of the Debtors' assets (including proposals and counterproposals); and
- j. The actual or projected financial performance or financial condition of any debtor.

10. In addition to the Debtors' August 2019 Production, the Debtors produced certain lease files specifically requested by the Committee, consisting of 332 documents and 20,676 pages (the "Lease Files"). The Debtors produced these documents on a rolling basis from August 26 to August 30.

11. In connection with the production of Lease Files, the Debtors provided the Committee with physical access to the Debtors' headquarters in Midland, Texas and secondary office in Cody, Wyoming. The Committee's professionals visited the Debtors' Midland office on August 15-16 and the Cody office on August 20-21. At each office visit, the Debtors facilitated the Committee's inspection of any and all available lease files by dedicating four of its employees

(including the Debtors' General Counsel) at each office location, to address any and all of the Committee's informal requests. The Debtors continued to provide access to these offices after the Committee's on site visits.

12. Debtors' August 2019 Production, together with the Lease Files, is comprehensive and complete. As a result, Debtors believe that they have complied with the Committee's Second Request for the Production of Documents to Debtors.

13. Debtors are unaware of any outstanding discovery disputes between the Committee and any parties receiving discovery requests.

*[Remainder of page intentionally left blank]*

Dated: September 3, 2019  
Houston, Texas

/s/ Michael Fishel

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